

# STATE OF MONTANA

Prepare, sign, submit with original signature and filing fee.

**This is the minimum information required.**

(This space for use by the Secretary of State only)

CERTIFICATE of AUTHORITY  
for FOREIGN NONPROFIT CORPORATION (35-2-822, MCA)

**MAIL:** **BRAD JOHNSON**  
Secretary of State  
P.O. Box 202801  
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**WEB SITE:** *sos.mt.gov*



**Filing Fee: \$20.00**

- ☐ 24 Hour Priority Filing Add \$20.00  
☐ 1 Hour Expedite Filing Add \$100.00

1. The name of the Nonprofit Corporation is: \_\_\_\_\_

2. It is incorporated under the laws of the state of: \_\_\_\_\_  
(Must include an original, currently dated Certificate of Existence from state or territory of jurisdiction)

3. The date of its incorporation is: \_\_\_\_\_ and the period of duration is: \_\_\_\_\_  
(Mo/day/year)

4. The address of the principal office is:

Street Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

5. The name and address of the registered office/agent in Montana:

Name: \_\_\_\_\_

Street Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ Montana, Zip Code: \_\_\_\_\_

Signature of Registered Agent (**Required**): \_\_\_\_\_

6. The name, office held and address of current directors **and** officers (*at least 3 directors & 1 officer are required, attach list of necessary*):

7. The Nonprofit Corporation ☐ **WILL** ☐ **WILL NOT** have members.

8. This Nonprofit Corporation is a (check one):

☐ Public Benefit Corporation ☐ Mutual Benefit Corporation ☐ Religious Corporation

9. A description of the business the Nonprofit Corporation intends to transact:

**I, HEREBY SWEAR AND AFFIRM, under penalty of law, that the facts contained in this Application are true.**

\_\_\_\_\_  
**Signature of Officer or Chairperson of the Board of Directors**

\_\_\_\_\_  
**Date**

# **INSTRUCTIONS FOR THE ADMISSION OF A FOREIGN CORPORATION FOR THE PURPOSE OF TRANSACTING BUSINESS IN THE STATE OF MONTANA**

A foreign corporation must procure a certificate of authority, to transact business or conduct affairs from the Secretary of State of the State of Montana, according to Sections 35-1-1026 or 35-2-820, Montana Code Annotated, before transacting any business or conducting any affairs in the State of Montana. Any foreign corporation which fails to procure such a certificate of authority shall not be permitted to maintain any action, suit or proceeding in any court in Montana.

## **Transacting Business or Conducting Affairs:**

In general a foreign corporation is considered to be transacting business or conducting its affairs in Montana when it engages in Montana in the business or affairs for which it was incorporated. Without excluding other permissible activities, a foreign corporation is not considered to be transacting business or conducting affairs in Montana, by reason or carrying on any one or more of the following activities in the State, and a certificate of authority is not required:

- (1) Maintaining, defending or settling any proceeding;
- (2) Holding meetings of the board of directors or members or carrying on other activities concerning its internal corporate affairs;
- (3) Maintaining bank accounts;
- (4) Maintaining offices or agencies for the transfer, exchange and registration of memberships or securities or maintaining trustees or depositories with respect to those securities;
- (5) Selling through independent contractors;
- (6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become binding contracts;
- (7) Creating or acquiring indebtedness, mortgages and security interests in real or personal property;
- (8) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;
- (9) owning real or personal property that is acquired incident to activities described in number 8 above if the property is disposed of within five years after the date of acquisition or does not produce income, or it is not used in the performance of a corporate function;
- (10) Conducting an isolated transaction that is completed within 30 days and is not a transaction in the course of repeated transactions of a similar nature;
- (11) Transacting any business in interstate commerce.

The determination of whether a corporation is actually transacting business or conducting its affairs in Montana is often involved and complicated and must be based on intimate knowledge of the manner in which the corporation operates. The services of an attorney should be used in making the determination.

## **Application for a Certificate of Authority**

Fees: Foreign Profit Corporation: \$70.00

Foreign Nonprofit Corporation: \$20.00

Any profit corporate name must contain a word such as "corporation", "company", "incorporated", "limited" or an abbreviation of one of these words or the corporation shall, for use in this state, add one of the words to the end of its name.

The application for a certificate of authority is made on forms furnished by the Secretary of State (over). An original (with an original signature) must be filed along with a certificate of existence signed by the Secretary of State of the state of jurisdiction. One copy must be originally signed by the proper official of the corporation.

A foreign corporation transacting business without a certificate of authority shall be assessed a penalty of \$5 per day for each day up to \$1,000 per year that it transacts business in the state up to the date the application is first received by the Secretary of State.

- ❖ **All information provided, including names and addresses of officers and directors, will be made available on the Secretary of State's web site or upon request.**
- ❖ **There are important legal and accounting implications with respect to this corporation action. Suitable legal and accounting advice should be secured before submission. The Secretary of State's office encourages that such advice be sought prior to filling out forms to be sure that you understand the terms and procedures.**
- ❖ **Please be advised that the Business Services Bureau of the Montana Secretary of State will process your business documents within 10 working days of initial receipt. During this period if it's determined that your document doesn't meet statutory requirements, a letter outlining the deficiencies will be returned to the original submitter. If the document is complete and correct, the document will be filed and an acknowledgment copy showing completion returned to the original submitter.**